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**Offer to Purchase for Cash by**

**NEW METRO GLOBAL LIMITED**

**新城環球有限公司**

*(incorporated with limited liability under the laws of the British Virgin Islands Islands) (the “Issuer”)*

**of its outstanding 7.50% Guaranteed Senior Notes due 2022 (the “Notes”)**

**unconditionally and irrevocably guaranteed by**

**Seazen Holdings Co., Ltd.**

**新城控股集團股份有限公司**

*(incorporated in the People’s Republic of China with limited liability) (the “Company”)*



**upon the terms and subject to the conditions set forth in the Offer to Purchase**

| <b>Description of the Notes</b>        | <b>ISIN / Common Code</b>  | <b>Outstanding principal amount</b> | <b>Purchase Price<sup>(1)</sup></b> | <b>Expiration Deadline</b>                                  |
|----------------------------------------|----------------------------|-------------------------------------|-------------------------------------|-------------------------------------------------------------|
| 7.50% Guaranteed Senior Notes due 2022 | XS1839368831/<br>183936883 | US\$200,000,000                     | US\$1,000                           | 4:00 p.m. (London Time) on February 16, 2022 <sup>(2)</sup> |

(1) Per US\$1,000 principal amount of the Notes accepted for purchase. Excludes Accrued Interest (as defined below).

(2) Unless extended, re-opened, amended and/or terminated by the Issuer.

**Background**

February 7, 2022 – The Notes are listed on the SGX-ST. The obligations of the Issuer under the Notes are guaranteed by the Company. As of the date of this announcement, the aggregate principal amount of US\$200,000,000 of the Notes remains outstanding.

The Issuer is making an offer to purchase for cash any and all of the outstanding Notes at a purchase price of US\$1,000 per US\$1,000 principal amount of the Notes. The Issuer has made available today to the Eligible Holders the Offer to Purchase setting out, among other things, the terms and conditions of the Offer.

## **The Offer**

On the terms and subject to the conditions of the Offer, the Issuer is offering to purchase for cash any and all of the outstanding Notes.

## **Purchase Price**

The Purchase Price payable to the Eligible Holders whose Notes are accepted for purchase will be equal to US\$1,000 for each US\$1,000 in principal amount of the Notes.

## **Accrued Interest Payment**

The Issuer will also pay an Accrued Interest Payment in respect of the Notes accepted for purchase pursuant to the Offer on the Settlement Date.

## **Sources of Funds**

The Issuer intends to finance the Offer with the internal resources of the Issuer and the Company.

## **Tender Instruction**

In order to participate in the Offer, Eligible Holders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Information and Tender Agent by the Expiration Deadline. **Tender Instructions will be irrevocable once delivered in accordance with the terms of the Offer.**

Each Tender Instruction must specify the principal amount of the Notes that the relevant Eligible Holder is tendering at the Purchase Price. The Notes may be tendered only in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof.

## **Dealer Manager and Information and Tender Agent**

The Issuer has appointed Haitong International Securities Company Limited as the Dealer Manager and D.F. King Ltd. as the Information and Tender Agent in relation to the Offer.

## **Indicative Timetable for the Offer**

### **Events**

### **Times and Dates**

#### ***Commencement of the Offer***

The Offer is announced by the Issuer. Offer to Purchase available from the Information and Tender Agent, and notice of the Offer delivered to the Clearing Systems for communication to Direct Participants and published on the Offer Website.

February 7, 2022

#### ***Expiration Deadline***

Final deadline for receipt of valid Tender Instructions by the Information and Tender Agent.

4:00 p.m. (London Time) on February 16, 2022

### ***Announcement of Results***

Announcement by the Issuer of whether the Issuer will accept valid tenders of Notes pursuant to the Offer and, if so accepted, (i) the aggregate principal amount of the Notes accepted for tender, (ii) the Purchase Price and (iii) the Accrued Interest (expressed per US\$1,000 in principal amount of the Notes accepted for purchase by the Issuer).

As soon as reasonably practicable after the Expiration Deadline.

The Issuer plans to cancel the Notes it purchases pursuant to the Offer. The Notes that have not been validly tendered and accepted for purchase pursuant to the Offer will remain outstanding after the Settlement Date.

### ***Settlement Date***

Expected settlement date for the Offer.

On or about February 18, 2022

### ***Announcement of Settlement of the Offer***

Announcement by the Issuer of the settlement of the Offer.

As soon as reasonably practicable after the Settlement Date.

*The above times and dates are subject to the right of the Issuer to extend, re-open, amend and/or terminate the Offer (subject to applicable law and as provided in the Offer to Purchase).*

**Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from an Eligible Holder in order for that Eligible Holder to be able to participate in the Offer by the deadline set out above. The deadline set by any such intermediary and each Clearing System for the submission of Tender Instructions may be earlier than the deadline described above.**

Unless stated otherwise, announcements in connection with the Offer will be made through the website of the SGX-ST ([www.sgx.com](http://www.sgx.com)), the issue of a press release to a Notifying News Service, and/or the delivery of notices to the Clearing Systems for communication to Direct Participants and on the Offer Website. Copies of the announcements, press releases and notices can also be obtained from the Information and Tender Agent, the contact details for which are on page 4 of this announcement. Significant delays may be experienced where notices are delivered to the Clearing Systems, and Eligible Holders are urged to contact the Information and Tender Agent for the relevant announcements during the course of the Offer. In addition, Eligible Holders may contact the Dealer Manager for information using the contact details on the page 4 of this announcement.

### ***Offer to Purchase***

**The Offer to Purchase contains important information which should be read carefully before any decision is made with respect to the Offer.** Eligible Holders are recommended to seek their own financial and legal advice, including in respect of any tax consequences, immediately from their broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

The terms of the Offer are more fully described in the Offer to Purchase, which sets out further details regarding the tender procedures and the conditions of the Offer.

None of the Issuer, the Company, the Dealer Manager or the Information and Tender Agent (or any of their respective directors, employees or affiliates) makes any recommendation as to whether the Eligible Holders should tender their Notes in response to the Offer.

**THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE OFFER TO PURCHASE.**

#### **DEALER MANAGER**

**Haitong International Securities Company Limited**  
28/F, One International Finance Centre  
No.1 Harbour View Street  
Central, Hong Kong

#### **INFORMATION AND TENDER AGENT**

##### **D.F. King Ltd.**

**In London**  
65 Gresham Street  
London EC2V 7NQ  
United Kingdom  
Tel: +44 20 7920 9700

**In Hong Kong**  
Suite 1601, 16<sup>th</sup> Floor, Central Tower  
28 Queen's Road Central  
Hong Kong  
Tel: +852 3953 7208

Email: [seazen@dfkingltd.com](mailto:seazen@dfkingltd.com)  
Offer Website: <https://sites.dfkingltd.com/seazen>

#### **DEFINITIONS**

|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|---------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Accrued Interest</b> .....         | Interest accrued and unpaid on the principal amount of the Notes from and including the last interest payment date of the Notes (being September 20, 2021) up to, but excluding, the Settlement Date. Subject to the terms and conditions set forth in the Offer to Purchase, in addition to the Purchase Price, Eligible Holders whose Notes are accepted for purchase by the Issuer will also be paid the relevant amount of such Accrued Interest in cash. |
| <b>Accrued Interest Payment</b> ..... | An amount in cash (rounded to the nearest US\$0.01, with half a cent rounded upwards) equal to the Accrued Interest on Notes accepted for purchase by the Issuer.                                                                                                                                                                                                                                                                                             |

|                                          |                                                                                                                                                                                                                                                                                                                                                                     |
|------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Clearing System Notice .....</b>      | The form of notice to be sent to Direct Participants by each of the Clearing Systems on or about the date of the Offer to Purchase informing Direct Participants of the procedures to be followed in order to participate in the Offer.                                                                                                                             |
| <b>Clearing Systems.....</b>             | Euroclear Bank SA/NV and Clearstream Banking S.A.                                                                                                                                                                                                                                                                                                                   |
| <b>Dealer Manager.....</b>               | Haitong International Securities Company Limited.                                                                                                                                                                                                                                                                                                                   |
| <b>Direct Participant .....</b>          | Each person who is shown in the records of Euroclear Bank SA/NV or Clearstream Banking S.A. as a holder of the Notes.                                                                                                                                                                                                                                               |
| <b>Eligible Holders.....</b>             | Holders of the Notes who are non-U.S. persons located outside the United States (as those terms are defined under Regulation S of the U.S. Securities Act of 1933, as amended).                                                                                                                                                                                     |
| <b>Expiration Deadline .....</b>         | 4:00 p.m. (London Time) on February 16, 2022 (subject to the right of the Issuer to extend, re-open, amend and/or terminate the Offer).                                                                                                                                                                                                                             |
| <b>Information and Tender Agent.....</b> | D.F. King Ltd.                                                                                                                                                                                                                                                                                                                                                      |
| <b>Notifying News Service .....</b>      | A recognized financial news service or services (e.g. Reuters/Bloomberg) as selected by the Issuer.                                                                                                                                                                                                                                                                 |
| <b>Offer .....</b>                       | The offer to purchase for cash by the Issuer of any and all of its outstanding Notes (subject to certain offer restrictions described in the Offer to Purchase), on the terms and subject to the conditions set out in the Offer to Purchase.                                                                                                                       |
| <b>Offer Website .....</b>               | The website, <a href="https://sites.dfkingltd.com/seazen">https://sites.dfkingltd.com/seazen</a> , operated by the Information and Tender Agent for the purpose of this Offer.                                                                                                                                                                                      |
| <b>Purchase Price.....</b>               | US\$1,000 per US\$1,000 principal amount of the Notes.                                                                                                                                                                                                                                                                                                              |
| <b>Settlement Date .....</b>             | On or about February 18, 2022 (subject to the right of the Issuer to extend, re-open, amend or terminate the Offer at any time).                                                                                                                                                                                                                                    |
| <b>SGX-ST .....</b>                      | The Singapore Exchange Securities Trading Limited.                                                                                                                                                                                                                                                                                                                  |
| <b>Tender Instruction.....</b>           | The electronic tender and blocking instruction in the form specified in the Clearing System Notice for submission by Direct Participants to the Information and Tender Agent via the relevant Clearing System and in accordance with the requirements of such Clearing System by the deadline in order for Eligible Holders to be able to participate in the Offer. |